

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

ROBERT J. HANFLING,  
Chapter 7 Trustee of the Bankruptcy  
Estates of ATG, Inc. and ATG  
Catalytics, LLC,

Plaintiff,

V.

Civil Action No. 05-10077-RGS

EPSTEIN BECKER & GREEN, P.C.,  
et al.,

Defendants.

**AFFIDAVIT OF JARVIS P. KELLOGG**

I, Jarvis P. Kellogg, being duly sworn, depose and say:

1. I am a member in good standing of the Bar of the Supreme Judicial Court of the Commonwealth of Massachusetts and a partner in the Boston office of Foley & Lardner LLP. In November and December 1998, I was a partner in the Boston office of Epstein Becker & Green, P.C. (“EBG”). I make this affidavit of my own personal knowledge.

2. In November 1998, ATG, Inc. (“ATG”) retained EBG to represent it in a bid for assets of the bankruptcy estate of Molten Metal Technology, Inc. (“MMT”) that ATG intended to submit jointly with Quantum Catalytics LLC (“QC”). QC was owned by John T. Preston and Christopher D. Nagel and was represented by Mintz Levin Cohn Ferris Glovsky & Popeo, P.C.

3. I represented ATG in negotiations with QC, as joint bidder, and the Chapter 11 Trustee of the MMT bankruptcy estate (the “Trustee”), as seller, and also with

the documentation and closing of the transaction. ATG did not seek EBG's assistance with any factual due diligence nor with any technical assessment of the MMT assets.

4. In connection with the transaction, ATG formed ATG Nuclear Services LLC ("ANS"), a wholly-owned subsidiary of ATG. ANS acquired the assets associated with MMT's "wet waste" business. The purchase price was \$10.5 million in cash and a \$1.0 million promissory note from ANS. ATG guaranteed the obligations of ANS under the promissory note.

5. ATG also formed ATG Catalytics LLC ("AC"), which was 90% owned by ATG and 10% owned by QC. AC acquired certain assets associated with MMT's "catalytic extraction processing" or "CEP" business. These assets included a facility located on Bear Creek Road in Oak Ridge, Tennessee (the "Bear Creek Road Facility" or the "Q-CEP Facility") and certain physical CEP assets located therein. QC acquired certain intellectual property associated with the CEP business, together with MMT's Fall River, Massachusetts facility. As consideration for the acquisition of these assets, AC and QC each undertook to pay a sum equal to five percent of earnings attributable to the assets each was purchasing, before interest, taxes, and depreciation, for the next five years, with an aggregate minimum payment of \$800,000 per year, for which AC and QC would be jointly and severally liable. ATG guaranteed AC's obligation to make these payments.

6. The cash portion of the purchase price was paid in full by ATG to the Trustee at the December 1, 1998 closing.

SIGNED UNDER THE PENALTIES OF PERJURY THIS 5th DAY OF JUNE  
2006.

\_\_\_\_\_/s/ Jarvis P. Kellogg\_\_\_\_\_  
Jarvis P. Kellogg